

**City and County of San Francisco  
Airport Commission  
P.O. Box 8097  
San Francisco, California 94128**

**Modification No. 3**

**Contract No. 10401.45  
Capital Program Support Services for the  
Airport Capital Improvement Program**

THIS MODIFICATION (this "Modification") is made as of October 16, 2018, in San Francisco, California, by and between **Hill International, Inc.** ("Contractor"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its Airport Commission, hereinafter referred to as "**Commission.**"

**RECITALS**

- A. City and Contractor have entered into the Agreement (as defined below); and
- B. On October 17, 2017, by Resolution No. 17-0251, the Commission awarded this Agreement to the Contractor for one (1) year of service in a not-to-exceed amount of \$8,500,000; and
- C. On March 1, 2018, City and Contractor administratively modified the Agreement to add a new sub-consultant through Modification No. 1; and
- D. On April 16, 2018, City and Contractor administratively modified the Agreement to add a new sub-consultant through Modification No. 2; and
- E. City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to extend the term of the agreement, increase the contract amount, and update the labor rates; and
- F. On October 16, 2018, by Resolution No. 18-0350, the Commission approved this Modification No. 3 to extend the term of the agreement for services through June 30, 2019 and increase the amount by \$1,450,000 for a new not-to-exceed amount of \$9,950,000; and
- G. Approval for this Agreement was obtained when the Department of Human Resources approved Modification No. 2 to PSC No. 40890-14/15 on September 24, 2018; and

NOW, THEREFORE, Contractor and the City agree as follows:

- 1. Definitions.** The following definitions shall apply to this Modification:
  - a. Agreement.** The term "Agreement" shall mean the Agreement dated October 17, 2017 between Contractor and City, as amended by the:
    - Modification No. 1, dated March 1, 2018, and
    - Modification No. 2, dated April 16, 2018.
  - b. Other Terms.** Terms used and not defined in this Modification shall have the meanings assigned to such terms in the Agreement.

2. **Section 2. Term of the Agreement** is hereby amended to extend the term of the contract for services through **June 30, 2019**.

3. **Section 5. Compensation** is hereby amended to increase the total compensation payable by an amount not to exceed **One Million Four Hundred Fifty Thousand Dollars (\$1,450,000)** for a new total not to exceed amount of **Nine Million Nine Hundred Fifty Thousand Dollars (\$9,950,000)**.

4. **Appendix B, Calculation of Charges**, is hereby amended as follows:

a. **Paragraph 3.1.3** is hereby deleted in its entirety and replaced with the following:

Effective November 16, 2018, the approved base direct labor rates are as follows:

Position/Classification	Direct Labor Rate Range	
	Low	High
Team Lead	\$90.00	\$115.00
Program Control Manager (Process and Tools)	\$75.00	\$97.85
Program Controls Manager (Project Management)	\$75.00	\$105.00
Program Controls Manager (A&E)	\$75.00	\$95.00
Cost Engineer I	\$60.00	\$75.00
Cost Engineer II	\$75.00	\$85.00
Schedule Manager	\$60.00	\$88.00
Schedulers	\$50.00	\$70.00
Process & Procedures Manager	\$60.00	\$70.00
Program Controls Trainer	\$50.00	\$80.00
Reporting Coordinator	\$40.00	\$65.00
Reporting Manager	\$50.00	\$70.00
Unifier Administrator	\$50.00	\$76.00
Unifier Developer	\$65.00	\$80.00
Unifier Support Team	\$35.00	\$80.00
Office Engineer I	\$35.00	\$60.00
Office Engineer II	\$45.00	\$55.00
Office Engineer III	\$55.00	\$65.00
Safety Manager	\$55.00	\$80.00
QA/QC	\$60.00	\$80.00
CALM Manager	\$70.00	\$80.00
Construction Coordination / Field Manager	\$50.00	\$75.00

Management Services	\$70.00	\$80.00
Procurement & Contract Support	\$40.00	\$70.00
Certified Payroll Tracking	\$20.00	\$35.00
Stakeholder Engagement Process Manager	\$35.00	\$60.00
Sustainability Manager	\$50.00	\$70.00
Document Control Manager	\$35.00	\$45.00
Administrative Support	\$20.00	\$40.00
Chief Estimator	\$80.00	\$95.00
Cost Engineer	\$45.00	\$74.60
Lead Estimator	\$75.00	\$95.00
Senior Cost Engineer	\$60.00	\$91.80
Senior Estimator	\$55.00	\$86.00
Senior MEP Estimator	\$70.00	\$95.00
Program Advisor I	\$60.00	\$70.00
Program Advisor II	\$70.00	\$80.00
Program Advisor III	\$80.00	\$105.00
GIS Project Director	\$54.00	\$73.00
Senior GIS SME	\$44.00	\$56.00
GIS Data Interoperability SME	\$51.00	\$65.00

b. Paragraph 3.2.1 is hereby deleted in its entirety and replaced with the following:

3.2.1 The Airport shall pay the lesser of a firm's current audited overhead rates, or the maximum approved overhead rates as follows:




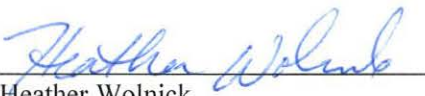
FIRM NAME	HOME OFFICE OVERHEAD RATE	FIELD OFFICE OVERHEAD RATE
Hill International, Inc.	146.51%	103.95%
ABA Global	160.00%	135.00%
Chaves & Associates	N/A	145.00%
C M Pros, Inc.	169.43%	158.27%
DRMcNatty & Associates	208.60%	168.52%
M Lee Corporation	136.50%	117.20%
Montez Group, Inc.	135.00%	132.00%
Mott MacDonald, LLC	160.16%	137.70%
OrgMetrics, LLC	N/A	N/A
Saylor Consulting Group	125.12%	118.01%
TranSystems Corporation	149.90%	124.97%
UDC, LLC	150.00%	N/A
Woolpert	181.32%	155.00%
Gray, Greer, Shelby & Vaughn	N/A	N/A

Gkkworks – CannonDesign	182.00%	150.00%
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**5. Effective Date.** Each of the changes set forth in this Modification shall be effective on and after the date of this Modification.

**6. Legal Effect.** Except as expressly changed by this Modification, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Contractor and City have executed this Modification as of the date first referenced above.

<b>CITY</b>	<b>CONTRACTOR</b>
AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	
By:  Ivar C. Satero, Airport Director	 Authorized Signature
Attest:	Raouf Ghali Chief Executive Officer Hill International, Inc. One Commerce Square 2005 Market Street, 17th Floor Philadelphia, PA 19103
By:  C. Corina Monzon, Secretary Airport Commission	Telephone Number: 215-309-7801
Resolution No: 18-0350	City Supplier Number: 0000018823
Adopted on: October 16, 2018	Federal Employer ID Number: 20-0953973
Approved as to Form:  Dennis J. Herrera City Attorney	
By:  Heather Wolnick Deputy City Attorney	